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AP

Medis Tech Sued Over Microsoft Deal

Monday April 23, 5:49 pm ET

Medis Technologies Sued Over Announcement of Microsoft Deal, Stands by Story

NEW YORK (AP) — A lawsuit charges Medis Technologies Ltd. and its officers of false and misleading statements over a sale of portable gadget chargers based on fuel cells to Microsoft Corp.

In the lawsuit filed Friday by the Rosen Law Firm in New York, Medis CEO Robert Lifton is accused of misleading investors in an April 13 press release where he called the Microsoft sale "historic."

The suit claims business development manager Andrew Udis lied when he reportedly told the publication Inside Greentech that Microsoft would sell the Power Packs "around the world."

Microsoft has confirmed it purchased a small number of Power Packs with the intention of giving the units away with their logo at events. Other sources inside the software giant, who asked not to be named, said the order was for less than \$15,000, which corresponds to about 1,600 units at the wholesale price of \$9.

Lifton said that Udis — a consultant with the company — was misquoted, and that Medis has tried to correct the mistake with Greentech. Greentech said it stands by the piece, but confirmed that a Medis spokesman had said Udis misspoke.

Lifton also stood by his earlier statements in the Medis press release, and reiterated his belief the Microsoft sale was historic. He said the lawsuit has no merit.

"People have been trying for years to make a fuel cell product that can be brought (to market) safely, at a reasonable cost and without heat or other problems," Lifton said. "And we did it ... If that's not historic, what is?"

Phillip Kim, a lawyer with Rosen, said the law firm has one plaintiff on record for the class action lawsuit filed in the Southern District of New York.

Shares of New York-based Medis closed Monday up 36 cents, or 2.1 percent, at \$17.78 on the Nasdaq Stock Market. The stock closed up 11 percent at \$20.32 on April 13, when Microsoft deal was announced.

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Microsoft to sell fuel cells

April 13, 2007 - Exclusive

By Dallas Kachan, Inside greentech

Microsoft is to soon start offering a fuel cell-based power pack product for powering personal electronics, its OEM partner revealed today.

Medis Technologies of New York (NASDAQ:MDTL) said it has delivered its first shipment of special Microsoft-branded versions of its Direct Liquid Fuel Cell (DLFC)-based "24/7 Power Pack" product.

While the company wouldn't specify the quantity of the initial shipment, or of the contract's total volume, business development manager Andrew Udis told Inside Greentech the ultimate unit commitment was expected to be "in the millions."

A Microsoft spokesperson would only acknowledge that the company made "a small purchase" from Medis, but Udis confirmed Microsoft intends to offer the devices to the public.

"They've branded the product and plan to sell these around the world."

Shares of Medis were up \$2.60 today, almost 15%, trading at \$20.99.

"This is an historic moment for our company," said Robert K. Lifton, Chairman and CEO of Medis, in a statement.

"It marks the first commercial sales of our 24/7 Power Pack product and indeed, the first commercial sales in quantities of any consumer fuel cell product. We are pleased to be able to serve Microsoft as our first customer."

The Microsoft deal may be the first, but Medis' Udis told Inside

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Something fishy in the phytoplankton?
 Reliant cuts power rates, including windpower
 Fuel cell car toys get massive ride pimping
 Imperium scores PR coup with MTV and Schwarzenegger
 Note: the greening of Major League Baseball started here
 Kicks the butt of YOUR hybrid
 Belize biofuel and Moaning goats
 Applied Materials to out-green Google

more

Poll

Has science advanced sufficiently that commercial quantities of cellulosic biofuels are now possible?:

- ☐ Yes, we're there today
- ☐ We can technically do it, but it's too expensive
- ☐ We're almost there
- ☐ We're years away
- ☐ Forget it, it'll never work

Vote

Greentech other companies have come forward with volume orders for its 24/7 Power Pack.

"We have an agreement with a distributor called ASE to put it in drug stores and supermarkets in U.S. and Canada. The agreement is for seven million units over two years. A Microsoft vendor called Quasar has committed to one million units over one year. And Northwest Power is going to sell it business-to-business, and has committed to 250,000 to start."

Udis said Medis was also "talking to all the leading mobile operators in the U.S., Europe and Asia and other OEMs."

The first Power Packs for Microsoft were produced on Medis' semi-automated line.

A fully automated line, which was built by Ismeca in Switzerland, is in the process of being dismantled and shipped to Ireland where it's to be managed by contract manufacturer Celestica.

Medis Technologies' primary focus is now on direct liquid fuel cell technology. Its strategy is to sell its products to end users through retail outlets, service providers and to the military and other markets.

Medis has developed medical products in the past. The company also claims to have other technologies in varying stages of development.

More: Exclusive articles | Hydrogen and fuel cells | Medis Technologies | Microsoft | Robert K. Lifton

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Microsoft's "trade show giveaway" claim

Submitted by Dallas Kachan on Thu, 2007-04-19 07:13.

This week, Microsoft started asserting to the media that it has only ordered a small quantity of Medis' fuel cells as trade show giveaways.

This flies in the face of what we were told by Medis itself, as quoted above, which, when specifically asked, emphatically maintained that Microsoft was ordering these in large quantities ("millions," he said) for resale.

As the one who performed the interview with Medis, let me confirm that this is indeed what we were told by the company.

Also for the record, a Medis executive, upon seeing our article, called Inside Greentech to suggest the Microsoft order was substantially smaller in size than what the company's spokesperson had told us. No contrary numbers were given. Nor was any suggestion made that these products weren't intended for resale.

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G
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6

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EXHIBIT D

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UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, DC 20549

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the
Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): April 25, 2007

Medis Technologies Ltd.
(Exact name of Registrant as specified in its charter)

Delaware	0-30391	13-3669062
(State of incorporation)	(Commission File No.)	(IRS Employer Identification No.)

805 Third Avenue
New York, New York 10022
(Address of principal executive offices)

Registrant's telephone number: (212) 935-8484

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

☐ Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

☐ Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

☐ Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

☐ Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

<PAGE>

Item 8.01. Other Events.

On April 25, 2007, we issued a press release announcing that we responded to a public announcement by a New York City law firm that it had initiated a purported class action against Medis and our Chief Executive Officer. A copy of the press release is being furnished as Exhibit 99.1 to this report and incorporated herein by reference.

Item 9.01. Financial Statements and Exhibits.

- (a) Financial Statements of Businesses Acquired - None
- (b) Pro Forma Financial Information - None
- (c) Shell Company Transactions - None
- (d) Exhibits:

Exhibit No. -----	Description -----
99.1	Press release issued on April 25, 2007

<PAGE>

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Dated: April 25, 2007

MEDIS TECHNOLOGIES LTD.

By: /s/ Howard Weingrow

 Name: Howard Weingrow
 Title: Deputy Chairman and
 Chief Operating Officer

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Exhibit 99.1

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CONTACT:
Medis Technologies Ltd.
Robert K. Lifton
Chairman & CEO
(212) 935-8484

MEDIS TECHNOLOGIES RESPONDS TO ANNOUNCEMENT OF LAWSUIT
- ASSERTS IT LACKS MERIT

NEW YORK, NY - April 25, 2007 - Medis Technologies Ltd. (NASDAQ:MDTL) today responded to a public announcement by a New York City law firm that it had initiated a purported class action against Medis and its Chief Executive Officer. Although Medis has not as yet been served with any legal process, it has reviewed the complaint as posted on the website of the plaintiff's law firm. Medis believes that such complaint is wholly without merit and will be vigorously contested.

Medis reaffirmed the truthfulness of its April 13, 2007 press release upon which the lawsuit was premised and further stated that a third party article elaborating upon such press release and cited in the plaintiff's complaint was materially inaccurate and that Medis had so informed its author prior to the article's publication and told him not to publish the article.

Medis Technologies' primary focus is on direct liquid fuel cell technology. Its business strategy is to sell its products to end users through retail outlets, service providers and to the military and other markets. Medis has also developed the CellScan with many potential applications relating to disease diagnostics and chemo sensitivity. Additionally, Medis' product pipeline includes other technologies, in varying stages of development.

This press release may contain forward-looking statements, which are made pursuant to the safe harbor provisions of the Private Securities Litigation Reform Act of 1995. In some cases you can identify those so-called "forward-looking statements" by words such as "may," "will," "should," "expects," "plans," "targets," "believes," "anticipates," "estimates," "predicts," "potential," or "continue" or the negative of those words and other comparable words. These forward-looking statements are subject to risks and uncertainties, product tests, commercialization risks, availability of financing and results of financing efforts that could cause actual results to differ materially from historical results or those anticipated. Further information regarding these and other risks is described from time to time in the Company's filings with the SEC. We assume no obligation to update or alter our forward-looking statements made in this release or in any periodic report filed by us under the Securities Exchange Act of 1934 or any other document, whether as a result of new information, future events or otherwise, except as otherwise required by applicable federal securities laws.

This press release is available on Medis' web site at www.medistechnologies.com.

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UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, DC 20549

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the
Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): December 26, 2006

Medis Technologies Ltd.
(Exact name of Registrant as specified in its charter)

Delaware
(State of incorporation)

0-30391
(Commission File No.)

13-3669062
(IRS Employer
Identification No.)

805 Third Avenue
New York, New York 10022
(Address of principal executive offices)

Registrant's telephone number: (212) 935-8484

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

☐ Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

☐ Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

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☐ Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

<PAGE>

Item 8.01. Other Events.

On December 26, 2006, we issued a press release announcing that our 24/7 Power Pack has completed Underwriters Laboratories (UL) certification and that our wholly owned subsidiary More Energy Ltd. has been advised by UL that it has satisfied the final step for UL certification - the Initial Production Inspection (IPI) for its production line in Israel and has the right to apply the UL mark on the Power Packs produced on that line. A copy of the press release is being furnished as Exhibit 99.1 to this report and incorporated herein by reference.

Item 9.01. Financial Statements and Exhibits.

- (a) Financial Statements of Businesses Acquired - None
- (b) Pro Forma Financial Information - None
- (c) Shell Company Transactions - None
- (d) Exhibits:

Exhibit No. -----	Description -----
99.1	Press release issued on December 26, 2006

<PAGE>

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Dated: December 26, 2006

MEDIS TECHNOLOGIES LTD.

By: /s/ Howard Weingrow

Name: Howard Weingrow

Title: Deputy Chairman and
Chief Operating Officer

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Exhibit 99.1

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CONTACT:	-OR-	INVESTOR RELATIONS COUNSEL:
Medis Technologies Ltd.		The Equity Group Inc.
Robert K. Lifton		Adam Prior (212) 836-9606
Chairman & CEO		Devin Sullivan (212) 836-9608
(212) 935-8484		

MEDIS TECHNOLOGIES COMPLETES UNDERWRITERS LABORATORIES CERTIFICATION FOR
 24/7 POWER PACK - RECEIVES UL LISTING AND USE OF MARK

NEW YORK, N.Y. - December 26, 2006- Medis Technologies Ltd. (NASDAQ:MDTL) announced today that its 24/7 Power Pack has completed Underwriters Laboratories (UL) certification and is listed under UL number IRGU.MH45617. Medis' wholly owned subsidiary More Energy Ltd. has been advised by UL that it has satisfied the final step for UL certification - the Initial Production Inspection (IPI) for its production line in Israel and has the right to apply the UL mark on the Power Packs produced on that line, which it is now doing.

"The completion of UL certification of the 24/7 Power Pack is a remarkable achievement," said Robert K. Lifton, Chairman and CEO of Medis Technologies Ltd. "Congratulations to the More Energy team led by our Chief Technology Officer, Gennadi Finkelshtain for inventing an entirely novel approach to fuel cell technology, developing the 24/7 Power Pack using unique solutions and producing the Power Pack product that meets these high UL standards. This marks the completion of the Power Pack development phase, and we turn our full focus to product sales and high volume manufacturing."

Medis Technologies' primary focus is on direct liquid fuel cell technology. Its business strategy is to sell its products to end users through retail outlets, service providers and to the military and other markets. Medis has also developed the CellScan with many potential applications relating to disease diagnostics and chemo sensitivity. Additionally, Medis' product pipeline includes other technologies, in varying stages of development.

This press release may contain forward-looking statements, which are made pursuant to the safe harbor provisions of the Private Securities Litigation Reform Act of 1995. In some cases you can identify those so-called "forward-looking statements" by words such as "may," "will," "should," "expects," "plans," "targets," "believes," "anticipates," "estimates," "predicts," "potential," or "continue" or the negative of those words and other comparable words. These forward-looking statements are subject to risks and uncertainties, product tests, commercialization risks, availability of financing and results of financing efforts that could cause actual results to differ materially from historical results or those anticipated. Further information regarding these and other risks is described from time to time in the Company's filings with the SEC. We assume no obligation to update or alter our forward-looking statements made in this release or in any periodic report filed by us under the Securities Exchange Act of 1934 or any other document, whether

as a result of new information, future events or otherwise, except as otherwise required by applicable federal securities laws.

This press release is available on Medis' web site at www.medistechnologies.com.

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UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, DC 20549

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the
Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): May 8, 2007

Medis Technologies Ltd.
(Exact name of Registrant as specified in its charter)

Delaware	0-30391	13-3669062
(State of incorporation)	(Commission File No.)	(IRS Employer Identification No.)

805 Third Avenue
New York, New York 10022
(Address of principal executive offices)

Registrant's telephone number: (212) 935-8484

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Item 8.01. Other Events.

On May 8, 2007, we issued a press release announcing that MyTreo.net will offer our 24/7 Fuel Cell Power Pack for sale on its website. A copy of the press release is being furnished as Exhibit 99.1 to this report and incorporated herein by reference.

Item 9.01. Financial Statements and Exhibits.

- (a) Financial Statements of Businesses Acquired - None
- (b) Pro Forma Financial Information - None
- (c) Shell Company Transactions - None
- (d) Exhibits:

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99.1	Press release issued on May 8, 2007

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SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Dated: May 8, 2007

MEDIS TECHNOLOGIES LTD.

By: /s/ Howard Weingrow

 Name: Howard Weingrow
 Title: Deputy Chairman and
 Chief Operating Officer

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Exhibit 99.1

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CONTACT:
 Medis Technologies Ltd.
 Robert K. Lifton
 Chairman & CEO
 (212) 935-8484

MYTREO.NET TO OFFER THE MEDIS TECHNOLOGIES 24/7 FUEL CELL POWER PACK

New York, NY - May 8, 2007 - Medis Technologies Ltd. (NASDAQ:MDTL) ("Medis") announced today that MyTreo.net will offer Medis' 24/7 Fuel Cell Power Pack for sale on its website.

"We are very pleased that MyTreo.net will begin offering the Medis 24/7 Fuel Cell Power Pack to its members," said Robert K. Lifton, Chairman & CEO of Medis Technologies. "We are looking forward to the exposure it will receive on the MyTreo.net site."

"We are very excited to be one of the first companies to offer the Medis 24/7 Fuel Cell Power Pack," said Tadd Rosenfeld, President of MyTreo.net. "With over 350,000 members, 500,000 unique visitors per month and 50 million hits per month, MyTreo.net provides a wide variety of products and services for Treo products and is the largest online community of Treo owners. We placed our initial order because we believe that the Medis 24/7 Fuel Cell Power Pack will be a great hit with our customers who view mobility and 'always on' capabilities as a necessity. We believe its unique power capabilities will satisfy the growing need for powering Treo devices while on the go."

To find out more about MyTreo.net and to see its Medis 24/7 fuel Cell Power Pack product review, go to: <http://www.mytreo.net>. To preorder a Medis 24/7 Fuel Cell Power Pack from MyTreo.net, go directly to: <http://mytreo.net/store/product.php?xProd=1235>.

Treo, myTreo and Mytreo.net marks and domain name are used under license from Palm, Inc.

Medis Technologies' primary focus is on direct liquid fuel cell technology. Its business strategy is to sell its products to end users through retail outlets, service providers and to the military and other markets. Medis has also developed the CellScan with many potential applications relating to disease diagnostics and chemo sensitivity. Additionally, Medis' product pipeline includes other technologies, in varying stages of development.

This press release may contain forward-looking statements, which are made pursuant to the safe harbor provisions of the Private Securities Litigation Reform Act of 1995. In some cases you can identify those so-called "forward-looking statements" by words such as "may," "will," "should," "expects," "plans," "targets," "believes," "anticipates," "estimates,"

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This press release is available on Medis' web site at www.medistechnologies.com.

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UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, DC 20549

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the
Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): August 20, 2007

Medis Technologies Ltd.
(Exact name of Registrant as specified in its charter)

Delaware
(State of incorporation)

0-30391
(Commission File No.)

13-3669062
(IRS Employer
Identification No.)

805 Third Avenue
New York, New York 10022
(Address of principal executive offices)

Registrant's telephone number: (212) 935-8484

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☐ Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

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Item 8.01. Other Events.

On August 20, 2007, we issued a press release announcing that we will demonstrate the 24/7 Fuel Cell Power Pack for handheld devices and present the development program for a new 20 Watt Fuel Cell Product with a new fuel compound based on our patented fuel, at the Intel Developers Forum on Sept 18th, 19th, and 20th in San Francisco CA.

A copy of the press release is being furnished as Exhibit 99.1 to this report and incorporated herein by reference.

Item 9.01. Financial Statements and Exhibits.

- (a) Financial Statements of Businesses Acquired - None
- (b) Pro Forma Financial Information - None
- (c) Shell Company Transactions - None
- (d) Exhibits:

Exhibit No. -----	Description -----
99.1	Press Release dated August 20, 2007.

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SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Dated: August 20, 2007

MEDIS TECHNOLOGIES LTD.

By: /s/ Howard Weingrow

Name: Howard Weingrow
Title: Deputy Chairman and
Chief Operating Officer

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CONTACT:
 Medis Technologies Ltd.
 Robert K. Lifton
 Chairman & CEO
 (212) 935-8484

-OR-

INVESTOR RELATIONS COUNSEL:
 The Equity Group Inc.
 Adam Prior (212) 836-9606

MEDIS TECHNOLOGIES TO SHOW THE 24/7 FUEL CELL POWER PACK AND PROGRAM FOR 20 WATT
 SYSTEM FOR LAPTOPS AT THE INTEL DEVELOPERS FORUM

New York, NY - August 20, 2007 - Medis Technologies Ltd (NASDAQ: MDTL), today announced that it will demonstrate the 24/7 Fuel Cell Power Pack for handheld devices and present the development program for a new 20 Watt Fuel Cell Product with a new fuel compound based on Medis' patented fuel, at the Intel Developers Forum on Sept 18th, 19th, and 20th in San Francisco CA. The 24/7 power pack powers a variety of mobile handhelds for up to 20-30 hours and the 20 Watt solution is being designed to supply enough power to meet the requirements of all day mobile computing. Medis also plans to unveil a demonstration unit of their next generation 24/7 Fuel Cell Power Pack product that will exhibit a significantly smaller form factor as well as a refueling cartridge for longer runtimes.

"Innovation' in the power sources industry is essential to realize the vision of all day and beyond of untethered mobile computing," said Kamal Shah, Mobility Enabling Initiative Manager, Mobile Platforms Group, Intel Corporation. "Medis has reached a major milestone for the fuel cell industry by commercializing their UL Certified Fuel Cell Charger for handheld devices."

"We are very pleased to be demonstrating our 24/7 Fuel Cell Power Pack and unveiling our new products for mobile devices and laptops at the Intel Developers Forum, said Jacob Weiss, President of Medis Technologies. "Providing mobile users with extended runtimes on their mobile devices is what our 24/7 has to offer users and we continue to make advances in our technology to enable all day computing for higher power products. The Intel Developers Forum is the right forum for us to unveil these advances."

To learn more about the Intel Developers Forum visit: <http://www.intel.com/idf/>

Medis Technologies' primary focus is on direct liquid fuel cell technology. Its business strategy is to sell its products to end users through retail outlets, service providers and to the military and other markets. Medis has also developed the CellScan with many potential applications relating to disease diagnostics and chemo sensitivity. Additionally, Medis' product pipeline includes other technologies, in varying stages of development.

This press release may contain forward-looking statements, which are made pursuant to the safe harbor provisions of the Private Securities Litigation Reform Act of 1995. In some cases you can identify those so-called "forward-looking statements" by words such as "may," "will," "should,"

"expects," "plans," "targets," "believes," "anticipates," "estimates," "predicts," "potential," or "continue" or the negative of those words and other comparable words. These forward-looking statements are subject to risks and uncertainties, product tests, commercialization risks, availability of financing and results of financing efforts that could cause actual results to differ materially from historical results or those anticipated. Further information regarding these and other risks is described from time to time in the Company's filings with the SEC. We assume no obligation to update or alter our forward-looking statements made in this release

<PAGE>

or in any periodic report filed by us under the Securities Exchange Act of 1934 or any other document, whether as a result of new information, future events or otherwise, except as otherwise required by applicable federal securities laws.

This press release is available on Medis' web site at www.medistechnologies.com.

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EXHIBIT H

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UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, DC 20549

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the
Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): November 13, 2007

Medis Technologies Ltd.
(Exact name of Registrant as specified in its charter)

Delaware
(State of incorporation)

0-30391
(Commission File No.)

13-3669062
(IRS Employer
Identification No.)

805 Third Avenue
New York, New York 10022
(Address of principal executive offices)

Registrant's telephone number: (212) 935-8484

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

☐ Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

☐ Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

☐ Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

☐ Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

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Item 8.01. Other Events.

On November 13, 2007, we issued a press release announcing that our 24/7 Fuel Cell Power Pack has been selected by the Consumer Electronics Association as an Innovations 2008 Design and Engineering Award Honoree in the Eco-Design and Sustainable Technology product category.

A copy of the press release is being furnished as Exhibit 99.1 to this report and incorporated herein by reference.

Item 9.01. Financial Statements and Exhibits.

- (a) Financial Statements of Businesses Acquired - None
- (b) Pro Forma Financial Information - None
- (c) Shell Company Transactions - None
- (d) Exhibits:

Exhibit No. -----	Description -----
99.1	Press Release dated November 13, 2007.

<PAGE>

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Dated: November 14, 2007

MEDIS TECHNOLOGIES LTD.

By: /s/ Howard Weingrow

Name: Howard Weingrow
Title: Deputy Chairman and
Chief Operating Officer

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Exhibit 99.1

[GRAPHIC OMITTED]

CONTACT:
 Medis Technologies Ltd.
 Robert K. Lifton
 Chairman & CEO
 (212) 935-8484

-OR-

INVESTOR RELATIONS COUNSEL:
 The Equity Group Inc.
 Adam Prior (212) 836-9606

MEDIS TECHNOLOGIES FUEL CELL POWER PACK RECEIVES AWARD
 FROM CONSUMER ELECTRONICS ASSOCIATION

New York, NY, November 13, 2007 - Medis Technologies Ltd. (NASDAQ:MDTL) announced today that its 24/7 Fuel Cell Power Pack has been selected by the Consumer Electronics Association (CEA) as an Innovations 2008 Design and Engineering Award Honoree in the Eco-Design and Sustainable Technology product category. The Eco-Design and Sustainable Technology Award is one of the CEA's newest award categories, and is given to products that consumers would find attractive and that exhibit innovative features which are incorporated into consumer electronics that make them safe for the environment and sustainable. This category also acknowledges those products that provide technology/connectivity to developing communities. The award will be presented to Medis Technologies at the Consumer Electronics Show to be held in Las Vegas, Nevada, from January 7-10, 2008.

"We are delighted that the CEA has selected our fuel cell Power Pack for this prestigious award," said Robert K. Lifton, Chairman & CEO of Medis Technologies. "We are very proud that our Power Pack is a "green" product which, unlike batteries, does not have deleterious metals or other materials that damage the earth and, therefore, has been chosen as safe for the environment and sustainable. The Power Pack also offers a source of power for the connectivity that is sought by developing communities which are increasingly using cell phones and other hand held devices for communication and education but are lacking widespread sources of power for those devices. We are particularly pleased that the award will be presented at the Consumer Electronic Show, where we expect the announcement from a top tier OEM customer that they plan to introduce the Power Pack as a product bearing their brand which they plan to market to enterprise and retail customers in the United States, European and Asian markets."

The Medis 24/7 Power Pack is also listed on the CEA website: <http://www.mygreenelectronics.org> where CEA is encouraging the public to "Reuse, Reduce, Recycle and Rethink" by making smarter, more environmentally-friendly choices by purchasing green electronics.

About CEA:

The Consumer Electronics Association (CEA) is the preeminent trade association promoting growth in the consumer technology industry through technology policy, events, research, promotion and the fostering of business and strategic relationships. CEA represents more than 2,100 corporate members involved in the design, development, manufacturing, distribution and integration of audio,

video, mobile electronics, wireless and landline communications, information technology, home networking, multimedia and accessory products, as well as related services that are sold through consumer channels. Combined, CEA's members account for more than \$121 billion in annual sales. CEA also sponsors and manages the International CES - Defining Tomorrow's Technology. All profits from CES are reinvested into industry services, including technical training and education, industry promotion, engineering standards development, market research and legislative advocacy.

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Medis Technologies Ltd.
November 13, 2007

Page 2

Medis Technologies' primary focus is on its fuel cell technology. Its business strategy is to sell its products to end users through branded OEM partnerships, retail outlets, service providers and to the military and other markets. Medis' wholly-owned subsidiary, Cell Kinetics Ltd., is engaged in the development and commercialization of the CKChip, a unique cell carrier platform intended for simultaneous fluoroscopic monitoring and analysis of thousands of individual living cells over time.

This press release may contain forward-looking statements, which are made pursuant to the safe harbor provisions of the Private Securities Litigation Reform Act of 1995. In some cases you can identify those so-called "forward looking statements" by words such as "may," "will," "should," "expects," "plans," "targets," "believes," "anticipates," "estimates," "predicts," "potential," or "continue" or the negative of those words and other comparable words. These forward looking statements are subject to risks and uncertainties, product tests, commercialization risks, availability of financing and results of financing efforts that could cause actual results to differ materially from historical results or those anticipated. Further information regarding these and other risks is described from time to time in the Company's filings with the SEC. We assume no obligation to update or alter our forward-looking statements made in this release or in any periodic report filed by us under the Securities Exchange Act of 1934 or any other document, whether as a result of new information, future events or otherwise, except as otherwise required by applicable federal securities laws.

This press release is available on Medis' web site at www.medistechnologies.com.

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EXHIBIT I

DEF 14A 1 def14a_15079.htm MEDIS TECHNOLOGIES LTD. DEFINITIVE PROXY

SCHEDULE 14A

(Rule 14a-101)

**INFORMATION REQUIRED IN PROXY STATEMENT
SCHEDULE 14A INFORMATION**

Proxy Statement Pursuant to Section 14(a) of
the Securities Exchange Act of 1934

Filed by the Registrant ☒

Filed by a Party other than the Registrant ☐

Check the appropriate box:

- ☐ Preliminary Proxy Statement
- ☐ Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))
- ☒ Definitive Proxy Statement
- ☐ Definitive Additional Materials
- ☐ Soliciting Material Under Rule 14a-12

MEDIS TECHNOLOGIES LTD.

(Name of Registrant as Specified in Its Charter)

(Name of Person(s) Filing Proxy Statement, if Other Than the Registrant)

Payment of Filing Fee (check the appropriate box):

- ☒ No fee required.
 - ☐ Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.
 - (1) Title of each class of securities to which transaction applies:
 - (2) Aggregate number of securities to which transaction applies:
 - (3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11:
 - (4) Proposed maximum aggregate value of transaction:
 - (5) Total fee paid:
 - ☐ Fee paid previously with preliminary materials:
 - ☐ Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.
 - (1) Amount Previously Paid:
 - (2) Form, Schedule or Registration Statement No.:
 - (3) Filing Party:
 - (4) Date Filed:
-

MEDIS TECHNOLOGIES LTD.

Notice of 2007 Annual Meeting of Stockholders

To be Held on July 17, 2007

To the Stockholders of Medis Technologies Ltd.:

The 2007 Annual Meeting of Stockholders of Medis Technologies Ltd. will be held at the offices of Sonnenschein Nath & Rosenthal LLP, 1221 Avenue of the Americas, 25th Floor, New York, New York 10020, on Tuesday, July 17, 2007 at 10:00 a.m., local time, for the following purposes:

1. To elect 10 directors to serve for a term of one year.
2. To approve an amendment to our Certificate of Incorporation to increase the number of authorized shares of common stock from 41,500,000 to 43,500,000.
3. To consider and vote upon a proposal to approve and adopt our 2007 Equity Incentive Plan.
4. To transact such other business as may properly come before the annual meeting.

The record date for determining stockholders entitled to vote at the annual meeting is the close of business on June 4, 2007. Whether or not you plan to attend the annual meeting, please sign and date the enclosed proxy and promptly return it in the pre-addressed envelope provided for that purpose. Any stockholder may revoke his or her proxy at any time before the annual meeting by giving written notice to such effect, by submitting a subsequently dated proxy or by attending the annual meeting and voting in person.

Robert K. Lifton,
Secretary

New York, New York
June 15, 2007

**PROPOSAL ONE
ELECTION OF DIRECTORS**

At the annual meeting, you will elect ten individuals to our board of directors. Each director will hold office until the next annual meeting and until his respective successor is elected and qualified. In the event that any nominee for director withdraws or for any reason is not able to serve as a director, we will vote your proxy for the remainder of those nominated for director (except as otherwise indicated in your proxy) and for any replacement nominee designated by our board of directors. Each nominee is currently a member of our board of directors.

Information Concerning Nominees

<u>Name</u>	<u>Age</u>	<u>Director Since</u>	<u>Principal Occupation and Business Experience During the Past Five Years</u>
Robert K. Lifton	79	1992	Our Chairman of the Board, Chief Executive Officer and Secretary since inception. Mr. Lifton is a director and member of the executive and investment committees of Bank Leumi USA. He also is an officer and director of a number of privately held companies. From 1988 to 1994, he was President of the American Jewish Congress and is the founding Chairman and Chairman Emeritus of the Israel Policy Forum. From 1994 to 2007 he had served as co-chairman of the U.S. Middle East Project of the Council on Foreign Relations. In 1983, he was a founder of Preferred Health Care Ltd. and served as its President. In 1961, he co-founded with Mr. Weingrow the Transcontinental Investing Corporation, serving as its President until 1968, when it was listed on the New York Stock Exchange, and then Chairman of the Board until its merger in 1972. Mr. Lifton was an associate attorney with the law firm of Kaye, Scholer, Fierman, Hays and Handler in 1955 and 1956, after receiving a law degree from Yale Law School and being admitted to the New York Bar, and has taught at Yale and Columbia law schools. Mr. Lifton has written extensively on business and political matters.
Howard Weingrow	84	1992	Our Deputy Chairman and Chief Operating Officer since April 2006 and Treasurer since our inception. From our inception until April 2006, he was our President. Mr. Weingrow is a trustee of the Children's Medical Fund and the North Shore-Long Island Jewish Health System. He also is an officer and director of a number of privately held companies. Mr. Weingrow is the founder of the Weingrow Family Children's Urology Research Laboratory and the Center for Childhood Asthma of Long Island Jewish Hospital as well as the founder of the Weingrow Collection of Avant Garde Art and Literature and the Weingrow Family Endowed Scholarship at Hofstra University. In 1985, Mr. Weingrow was the recipient of the Hofstra University Presidential Medal and was in 2004 the recipient of a degree of Doctor of Humane Letters, Honoris Causa from Hofstra. He was a trustee until 2002 and founding Treasurer of the Nassau County Museum of Art. He was Chairman and a director of Mercury Paging &

Communications, Inc. from 1995 until its sale in 1997. In 1983, he was a founder of Preferred Health Care Ltd. and served on its Board of Directors. In 1961, he co-founded, with Mr. Lifton, Transcontinental Investing Corporation, serving as its Executive Vice President until 1968 and then President until its merger in 1972. Mr. Weingrow served as Treasurer of the Democratic National Committee in 1971 and 1972 and as deputy finance chairman of the Carter for President campaigns in 1976 and 1980. In 1977 Mr. Weingrow was appointed Financial Consultant to the Government and to the Prime Minister of Granada.

Jacob S. Weiss	54	1997	Our President since April 2006 and a consultant to More Energy Ltd., an indirect subsidiary of ours which owns our fuel cell technology, since July 2002. Mr. Weiss was also our Senior Vice President - Business Development from August 2000 until April 2006. He was also engaged by us in a consulting capacity from November 1999 through August 2000. Mr. Weiss served as the Corporate Vice President and General Counsel to Israel Aerospace Industries Ltd. (formerly Israel Aircraft Industries Ltd.), our largest stockholder, from 1996 to 2000. Prior to that, he was Deputy General Counsel-International Division of Israel Aerospace. Mr. Weiss was the Chief Executive Officer until December 2001 of ImageSat International, a company established by Israel Aerospace to commercialize its remote sensing satellite technology.
Amos Eiran	70	1997	Mr. Eiran serves as the Chairman of Biolight, a publicly traded company in the Tel Aviv Stock Exchange active in development of pharmaceuticals, clinical treatment technology and medical diagnostics. He also serves as Chairman of the Investments Committee of Clal Insurance Group, an Israeli insurance company. Since September 2004, Mr. Eiran has been Chairman and Chief Executive Officer of Tissera Inc., a biotechnology company involved in research and development in the field of tissue transplants. He also serves as a director of Deleck Oil Exploration. He served as Chairman of Atudot, a major Israeli pension fund, until April 2006. Through the summer of 2002, Mr. Eiran served as the Chairman of the Industrial Cooperation Authority, the agency in charge of the buy-back and offset programs of the State of Israel, for seven years. Mr. Eiran was Director General of the Prime Minister's office during Yitzhak Rabin's first term as Prime Minister. Prior to that, he was Director General and Chairman of Mivtahim, the largest pension fund in Israel. Mr. Eiran is also a director of Medis Inc. and Medis El.
Zeev Nahmoni	66	1997	Mr. Nahmoni serves as the Chairman & C.E.O. of EMIT, an Israeli company that develops and produces unmanned air vehicles. He is also the Chief Executive Officer and Co-Chairman of Petrus Business Development and Marketing since December 2003. During 2004, he was the Chief Executive Officer of Cellot Inc., a start-up company seeking to develop electronic chips for digital applications. He retired in June 2003 from the position of Vice President of Marketing and Business Development of Israel Aircraft Industries International in the U.S. and Canada, which he had held since 2002. Prior to that, he was the Vice President and General Manager of the Electronics Group of Israel Aerospace from 1997 and the Deputy General Manager of the Electronics Group of Israel Aerospace from 1995 to 1997. Prior to that, he was the General Manager of the Tamam Division of the Electronics Group of Israel Aerospace from 1992 to 1995. He is also a director of

Medis Inc. and Medis El.

Jacob E. Goldman

85

2000

Dr. Goldman has been Chairman of the Board and a consultant to Umbanet, Inc., a company developing software for securing e-mail messages, since April 2000. From 1996 to 1999, he was a consultant to Oxbridge Inc., an investment banking firm. From 1977 to the present, Dr. Goldman has served on the board of directors and as a member of the executive committee of Bank Leumi USA. From 1983 to 1994, he founded and served as Chairman and Chief Executive Officer of Softstrip, Inc. From 1968 to 1983, he served as Senior Vice President and Chief Technical Officer of Xerox Corporation where he founded and presided over its Palo Alto Research Center (PARC). Between 1955 and 1968, he served as director of Ford Motor Company's scientific research laboratory. Dr. Goldman has previously served on boards of various corporations and institutions, including Xerox, GAF, Inc.,

General Instrument Corporation, Lex Services PLC, Peerlogic Inc. and United Brands, and was President of the American Technion Society. Dr. Goldman is a member of the Board and Chairman of the governance committee of eMAGIN Corporation, a company that develops and markets Organic Light Emitting Diodes (OLED) electronic devices, which represents a new technology for information displays. Dr. Goldman is a member of the executive committee of The Marconi Society, an organization that honors significant contributions to the field of wireless communication. Dr. Goldman, a physicist, directed extensive research programs on energy conversion devices and the use of fuel cells in transportation. He received the Proctor Award of The American Association for the Advancement of Science and the Research Society of America for distinguished contributions to science and the management of basic scientific and applied research. Dr. Goldman is a member of our audit committee and compensation committee.

Philip Weisser

79

2003

Mr. Weisser was the founder in 1956 and is the President of Philip Weisser, CPA, P.C. which, since 1992, provides consulting services (business, tax and investment advisory). He is a Certified Public Accountant and an Accredited Estate Planner. Throughout Mr. Weisser's career, he has been active in the New York State Society of CPAs, lecturing, writing articles and chairing committees. Mr. Weisser began his career at Haskins & Sells, auditing public corporations. He is currently an honorary member of the Board of Trustees of the Jewish Child Care Association of New York, having previously been an active member for twenty five years. Mr. Weisser has a BBA degree in accounting from The College of the City of New York and an M.S. degree in management from Columbia University. Mr. Weisser is a member of our audit committee.

Mitchell H. Freeman

57

2004

Mr. Freeman is a consultant and private investor focused on strategic financial advisory activities, business development and capital raising opportunities. From January 2003 to September 2005, he was Chief Executive Officer of Freeman Meyer and Associates, LLC, a financial advisory and consulting firm specializing in business development, turnarounds, strategic financial advisory assignments and capital investment projects. In February 1994, Mr. Freeman founded Interactive Ventures Incorporated, a value added reseller of interactive voice response systems to the regional shopping center industry, and served as its Chief Executive Officer until the sale of the business in February 2001. He was also a founding director and shareholder of a major central station alarm company providing high level security to commercial businesses in New York City, a business that was sold in 1997. Mr. Freeman has served in other senior level investment banking and management

positions, primarily in investment banking and real estate, at Fuji-Wolfensohn Inc., a joint venture between James D. Wolfensohn, Inc., an international investment banking firm, and Fuji Bank; Corporate Property Investors; Lazard Realty Inc. (a subsidiary of Lazard Freres & Co. LLC); and J.P. Morgan Investment Management Inc. Mr. Freeman is a founding member and Chairman of the Board of Replications Inc., a not-for-profit education organization committed to replicating successful public schools in new environments. He received a Masters degree in Business Administration from Columbia University and holds a B.A. from George Washington University. Mr. Freeman is currently Chairman of our audit committee and a member of our compensation committee.

Steve M. Barnett

65

2004

Mr. Barnett is an investor in and advisor on improving operations to senior management of public and private marketing, manufacturing and

distribution companies. For more than two decades, Mr. Barnett has been President and Chairman of CDC, Inc. whose principal focus has been the acquisition and management of eight mid-sized manufacturing and distribution companies. Since April 2000, distribution companies. For more than two decades, Mr. Barnett has been President and Chairman of CDC, Inc. whose principal focus has been the acquisition and management of eight mid-sized manufacturing and distribution companies. Since April 2000, Mr. Barnett has served on the Board of Directors and as Chairman of the Audit Committee of UCN, Inc., a public network application provider specializing in hosted automated call distribution and performance management software services, including a wide range of long distance, data transmission and related communication services. Mr. Barnett has also served on the Board and as an advisor to senior management of Grayhill, Inc., a manufacturer of electrical systems since 1993, Joseph Freed & Associates, a national real estate development company, since 1998, and has been a Director of Bank Leumi USA since 2001. He has served as Vice-Chairman of the Board and Director of Chicago's Jewish Federation since 1997, and as a member of the Board of Governors for the Reconstructionist Rabbinical College since 2003. Mr. Barnett graduated from the University of Chicago Law School with a Doctor of Jurisprudence degree. Mr. Barnett is Chairman of our Compensation Committee.

Daniel A. Luchansky

47

2007

Mr. Luchansky has been President and CEO of DCL Holdings LLC, a privately held alternative energy start-up focusing on the solar power and renewable energy industries, since 2006. Mr. Luchansky has spent the past twenty-five years as an investment professional involved in all aspects of asset management including credit and equity analysis, as well as trading and portfolio management in a broad range of asset classes. From 1986 to 2006, Mr. Luchansky served in various capacities with Merrill Lynch Investment Managers and its successor, BlackRock, Inc., most recently as a Director in charge of convertible investing for the Americas Fixed Income Division. In this capacity, Mr. Luchansky was responsible for making primary and secondary market investments in both public and private companies issuing convertible securities, with holdings in excess of \$650 million. Concurrently, Mr. Luchansky served as the senior analyst covering the Oil and Gas and Alternative Energy sectors, with holdings in excess of \$750 million. Previously, Mr. Luchansky was Senior Portfolio Manager for the Merrill Lynch Convertible Fund, ML Convertible Holdings, the Global Convertible Fund, and the offshore Convertible Securities Portfolio. He also served as co-manager of the Merrill Lynch World Income Fund. He was responsible for initiating the first convertible arbitrage program in several public mutual funds within the Merrill Lynch Investment Managers complex in the early 1990's. Also during

this period, Mr. Luchansky was instrumental in representing and protecting stakeholders interests in several highly visible negotiations notably with Emmis Communications, Wyndham International, Energy Corporation of America, Benton Oil & Gas, and Alliant Computer. Mr. Luchansky was instrumental in the financing which founded Allied Waste Industries, a leading pollution control company in 1993. Prior to joining Merrill Lynch, Mr. Luchansky was an Investment Officer, equity analyst and credit analyst for First Fidelity Bank, a predecessor of Wachovia Bank, including acting as co-manager of The Value Fund, a private equity fund affiliated with First Fidelity Bank. Mr. Luchansky received his MBA from Monmouth University and his B.S. from Kean University.

Our board of directors unanimously recommends that you vote FOR the election of the nominees listed above.

Identification of Executive Officers

(Excludes executive officers who are also directors)

Name	Age	Principal Occupation and Business Experience During the Past Five Years
Israel Fisher	59	Our Senior Vice President-Finance since February 2004, and was our Vice President-Finance from June 2000 until February 2004. Mr. Fisher has been Vice President-Finance and Secretary of Medis El since its inception in 1992 and is also Vice President-Finance of More Energy. From 1990 to 1992, he served as the Deputy Manager of Israel Aerospace for financial planning and credit management. From 1987 to 1990, he served as the Deputy Finance Manager of the Tamam Plant of the Electronics Division of Israel Aerospace. He has a MBA from the University of Tel Aviv and two BA degrees from Bar-Ilan University; one in accounting and the other in Economics and Business Administration.

Identification of Key Employee

Name	Age	Principal Occupation and Business Experience During the Past Five Years
Gennadi Finkelshtain	47	A director of More Energy Ltd., its General Manager since October 2000 and its Director of Research and Development from its establishment in 1998 to October 2000. He has also been our Chief Technical Officer-New Energies since 2002. From 1996 to 1998, he served as Production Manager at Limat electrochemical company in Israel. Following his immigration to Israel in 1990, he was employed, among other employers, by Homesh Contractors where he managed and installed systems at Hadera power station in Israel. Prior to this, from 1984 to 1989, he was the Chief Project Engineer at the Leningrad Technological Institute of Building Materials, being responsible for planning, installing, setting up and running various types of energy systems and production lines. Mr. Finkelshtain received his BS degree in power engineering from Leningrad Technological Institute of Pulp and Paper Industries in 1981. Mr. Finkelshtain has been included in "Who's Who in the World" for his innovations in the field of fuel cell technology for portable electronic applications and has been granted several patents related to fuel cell technology, which patents have been assigned to us.

Board of Directors and Committees of the Board of Directors

Our business is managed under the direction of our board of directors. The board consists of a single class of directors who are elected for a term of one year, such term beginning and ending at each annual meeting of stockholders.

Compensation Committee. On March 10, 2005, our board of directors authorized the formation of a compensation committee charged with reviewing and recommending to the board compensation programs for our executive officers, to consist of independent members of our board. On August 2, 2005 our board of directors appointed Steve M. Barnett, Mitchell H. Freeman and Jacob E. Goldman to our compensation committee. Our compensation committee is responsible for evaluating, recommending and approving the compensation of our executive officers and directors, including compensation in the form of options and other equity and non-equity based incentives. Our Board of Directors has determined that each member of our compensation committee meets the Nasdaq Marketplace Rule definition of "independent" for compensation

committee purposes. Each of the members of the compensation committee is an "outside director" under 162(m) of the Internal Revenue Code and a "non-employee director" as defined in Rule 16b-3 under the Securities Exchange Act of 1934. Our compensation committee currently does not operate under a written charter, however, we expect to adopt such a written charter prior to the date of the 2007 Annual Meeting.

EXHIBIT J

S-3 1 form-s3_14417.htm MEDIS TECHNOLOGIES LTD. FORM S-3

As Filed with the Securities and Exchange Commission on May 26, 2006

Registration No.: 333-

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549

FORM S-3

REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

MEDIS TECHNOLOGIES LTD.

(Exact name of registrant as specified in its charter)

Delaware
(State of incorporation)

13-3669062
(I.R.S. Employer
Identification Number)

805 Third Avenue
New York, New York 10022
(212) 935-8484
(Address and telephone number of registrant's principal executive offices)

Robert K. Lifton, Chairman of the Board
Medis Technologies Ltd.
805 Third Avenue
New York, New York 10022
(212) 935-8484
(Name, address and telephone number of agent for service)

Copies to:

Ira I. Roxland, Esq.
Sonnenschein Nath & Rosenthal LLP
1221 Avenue of the Americas
New York, New York 10020
(212) 768-6700
Fax: (212) 768-6800

Approximate date of commencement of proposed sale to the public: From time to time after the effective date of this Registration Statement.

If the only securities being registered on this form are being offered pursuant to dividend or interest reinvestment

plans, please check the following box. ☐

If any of the securities being registered on this form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, other than securities offered only in connection with dividend or interest reinvestment plans, check the following box. ☒

If this form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. ☐

SELLING STOCKHOLDERS

This prospectus relates to our registration, for the account of the selling stockholders indicated below, of an aggregate of 296,502 shares of our common stock, including 27,000 shares underlying certain of our warrants, pursuant to registration rights granted by us to the selling stockholders. We have agreed to pay all expenses and costs to comply with our obligation to register the selling stockholders' shares of common stock. We have also agreed to indemnify and hold harmless the selling stockholders against certain losses, claims, damages or liabilities, joint or several, arising under the Securities Act of 1933.

We believe that the persons named in this table have sole voting and investment power with respect to all shares of common stock that they beneficially own. The last column of this table assumes the sale of all of our shares offered by this prospectus. The registration of the offered shares does not mean that any or all of the selling stockholders will offer or sell any of these shares. Except as set forth in the notes to this table, there is not nor has there been a material relationship between us and any of the selling stockholders within the past three years.

Name of Selling Stockholder	Number of Shares Beneficially Owned	Common Stock Offered by Selling Stockholder	Shares Beneficially Owned After Offering	
			Number	Percent
Corporate High Yield Fund III, Inc. (1)(2)	98,516	8,569	89,947	*
Corporate High Yield Fund V, Inc. (1)(2)	151,503	13,177	138,326	*
Corporate High Yield Fund VI, Inc. (1)(2)	160,860	13,992	146,868	*
Corporate High Yield Fund, Inc. (1)(2)	93,837	8,163	85,674	*
Debt Strategies Fund, Inc. (1)(3)	309,715	26,945	282,770	*
Diversified Income Strategies Portfolio, Inc. (1)	183,970	16,005	167,965	*
FAM Series: Mercury High Yield Portfolio (1)(4)	19,286	1,678	17,608	*
FAM VARIABLE SERIES: Mercury High Current Income V.I. Fund (1)(4)	50,775	4,417	46,358	*
Floating Rate Income Fund, Inc. (1)(5)	86,458	7,529	78,929	*
Floating Rate Income Strategies Fund Inc. (1)(5)	36,624	3,185	33,439	*
Floating Rate Income Strategies Fund II, Inc. (1)(5)	8,737	759	7,978	*
JMG Capital Partners L.P. (6)	183,125	16,041	167,084	*

JMG Triton Offshore Fund Ltd. (7)	183,125	16,041	167,084	*
McMahan Securities Co. LP (8)	83,556	6,562	76,994	*
ML Bond Fund, Inc., High Income Portfolio (1)(9)	48,363	4,201	44,162	*
ML Bond Fund Inc., High Yield Portfolio (1)	866,004	75,350	790,654	2.5
ML Global Investment Series - Income Strategies Portfolio (1)(3)	309,715	26,945	282,770	*
Pandora Select Partners LP (10)	25,568	12,518	13,050	*

Radcliffe SPC, Ltd. for and on behalf of the Class A Convertible Crossover Segregated Portfolio (11)	50,109	4,400	45,709	*
Whitebox Diversified Convertible Arbitrage Partners, LP (12)	3,632	3,025	607	*
Power DC (13)	15,000 (14)	15,000	—	—
Andrew Udis (15)	12,000 (16)	12,000	—	—

* Less than 1%.

- (1) Based on a Schedule 13G filed with the SEC on February 7, 2006, Merrill Lynch & Co., Inc., on behalf of Merrill Lynch Investment Managers, has shared and dispositive power with respect to the shares held by such fund.
- (2) Betsy Phillips, portfolio manager of this fund, has voting and dispositive power with respect to such shares.
- (3) Kevin Booth, portfolio manager of this fund, has voting and dispositive power with respect to such shares.
- (4) Robert Murray, portfolio manager of this fund, has voting and dispositive power with respect to such shares.
- (5) Joseph Matteo, portfolio manager of this fund, has voting and dispositive power with respect to such shares.
- (6) JMG Capital Partners, LP is a California limited partnership. Its general partner is JMG Capital Management, LLC, a Delaware limited liability company and an investment adviser that has voting and dispositive power over JMG Capital Partners' investments, including our shares of common stock. The equity interests of JMG Capital Management, LLC are owned by JMG Capital Management, Inc., a California corporation, and Asset Alliance Holding Corp., a Delaware corporation. Jonathan M. Glaser is the executive officer and director of JMG Capital Management, Inc. and has sole voting and dispositive power over JMG Capital Partners' portfolio holdings and, accordingly, may be deemed to beneficially own the shares of our common stock owned by JMG Capital Partners.
- (7) JMG Triton Offshore Fund, Ltd. is an international business company organized under the laws of the British Virgin Islands. JMG Triton's investment manager is Pacific Assets Management LLC, a Delaware limited liability company, that has voting and dispositive power over JMG Triton's investments, including the shares of our common stock. The equity interests of the Pacific Assets are owned by Pacific Capital Management, Inc., a California corporation, and Asset Alliance Holding Corp., a Delaware corporation. The equity interests of Pacific Capital are owned by Messrs. Roger Richter, Jonathan M. Glaser and Daniel A. David. Messrs. Glaser and Richter share voting and dispositive power over JMG Triton's portfolio holdings and, accordingly, may be deemed to beneficially own the shares of our common stock owned by JMG Triton.
- (8) McMahan Securities Co. L.P. acted as the initial purchaser in our issuance of \$45,000,000 aggregate principal amount of our 6% Senior Convertible Notes in July and August 2005. Voting and dispositive power over the shares of our common stock owned by McMahan Securities is exercised by an executive committee of McMahan Securities consisting of Jay Glassman, Chairman, Ronald Fertig, Joseph Dwyer, D. Bruce McMahan, Scott Dillinger, Patricia Ransom and Norman Ziegler.

- (9) Dan Evans, portfolio manager of this fund, has voting and dispositive power with respect to such shares.
- (10) Pandora Select Advisors, LLC is the investment advisor of Pandora Select Partners, LP. The general partner to Pandora Select Advisors, Whitebox Advisors, LLC, is responsible for the day-to-day management of Pandora Select Partners' investment portfolio. Andrew J. Redleaf is the managing member and general partner of Pandora Select Advisors, and has sole voting and dispositive power over Pandora Select Partners' portfolio holdings and, accordingly, may be deemed to beneficially own the shares of our common stock held by Pandora Select Partners.
- (11) Pursuant to an investment management agreement, RG Capital Management, L.P. serves as the investment manager of Radcliffe SPC, Ltd. for and on behalf of the Class A Convertible Crossover Segregated Portfolio. RGC Management Company, LLC is the general partner of RG Capital. Steve Katznelson and Gerald Stahlecker serve as the managing members of RGC Management. Each of RG Capital, RGC Management,

and Messrs. Katznelson and Stahlecker disclaims beneficial ownership of the securities owned by Radcliffe SPC, Ltd. for and on behalf of the Class A Convertible Crossover Segregated Portfolio.

- (12) Whitebox Diversified Convertible Arbitrage Advisors, LLC is the investment advisor to Whitebox Diversified Convertible Arbitrage Partners, LP. Whitebox Advisors, LLC is the general partner of Whitebox Diversified Convertible Arbitrage Partners. Andrew J. Redleaf is the managing member and controlling owner of Whitebox Advisors, and has sole voting and dispositive power over Whitebox Diversified Convertible Arbitrage Partners' portfolio holdings and, accordingly, may be deemed to beneficially own the shares of our common stock held by Whitebox Diversified Convertible Arbitrage Partners.
- (13) Michelle Rush, our Vice President of Marketing, is the principal of Power DC and has investment control over these securities.
- (14) Represents shares issuable upon the exercise of warrants. In addition, Ms. Rush beneficially owns, directly, 10,000 shares of our common stock issuable upon the exercise of options and 30,000 shares of our common stock issuable upon the exercise of warrants.
- (15) Mr. Udis is a consultant to our company.
- (16) Represents shares issuable upon the exercise of warrants. In addition, Mr. Udis beneficially owns, indirectly, 15,000 shares of our common stock issuable upon the exercise of warrants. Mr. Udis also holds options to purchase 7,500 shares of our common stock, which options vest on December 20, 2006.

EXHIBIT K

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Insider Transactions

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NET SHARE PURCHASE ACTIVITY

Insider Purchases - Last 6 Months

	Shares	Trans
Purchases	5,000	1
Sales	1,000	1
Net Shares Purchased (Sold)	4,000	2
Total Insider Shares Held	13.73M	N/A
% Net Shares Purchased (Sold)	0.0%	N/A

Net Institutional Purchases - Prior Qtr to Latest Qtr

	Shares
Net Shares Purchased (Sold)	2,021,640
% Change in Institutional Shares Held	13.4%

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INSIDER TRANSACTIONS REPORTED - LAST TWO YEARS

Date	Insider	Shares	Type	Transaction	Value*
22-Oct-07	<u>WEISSER PHILIP</u> Director	1,000	Indirect	Sale at \$14.99 per share.	\$14,990
24-Aug-07	<u>BARNETT STEVE M</u> Director	5,000	Direct	Purchase at \$10 per share.	\$50,000
24-Jul-07	<u>LIFTON ROBERT K</u> Officer	46,750	Direct	Sale at \$4.14 per share.	\$193,544
24-Jul-07	<u>WEINGROW HOWARD</u> Officer	46,750	Direct	Purchase at \$4.14 per share.	\$193,544
17-Jul-07	<u>LIFTON ROBERT K</u> Officer	50,000	Direct	Acquisition (Non Open Market) at \$0 per share.	N/A
17-Jul-07	<u>WEINGROW HOWARD</u>	50,000	Direct	Acquisition (Non Open Market) at \$0 per share.	N/A

	Officer				
16-Mar-07	<u>WEINGROW HOWARD</u> Officer	4,000	Direct	Disposition (Non Open Market) at \$0 per share.	N/A
5-Feb-07	<u>WEISS JACOB S</u> Officer	5,000	Direct	Purchase at \$13.50 per share.	\$67,500
23-Jan-07	<u>BARNETT STEVE M</u> Director	2,000	Direct	Purchase at \$13.94 - \$13.98 per share.	\$28,000 ²
29-Dec-06	<u>LIFTON ROBERT K</u> Officer	468,500	Direct	Option Exercise	N/A
29-Dec-06	<u>WEINGROW HOWARD</u> Officer	375,000	Direct	Option Exercise	N/A
29-Dec-06	<u>NAHMONI ZEEV</u> Director	2,500	Direct	Option Exercise at \$10.95 per share.	\$27,375
29-Dec-06	<u>NAHMONI ZEEV</u> Director	2,025	Direct	Sale at \$17.67 per share.	\$35,781
29-Dec-06	<u>WEISS JACOB S</u> Officer	20,000	Direct	Option Exercise at \$10.95 per share.	\$219,000
29-Dec-06	<u>WEISS JACOB S</u> Officer	20,000	Direct	Sale at \$17.53 per share.	\$350,600
28-Dec-06	<u>WEISS JACOB S</u> Officer	25,816	Direct	Option Exercise at \$2.93 per share.	\$75,640
28-Dec-06	<u>WEISS JACOB S</u> Officer	25,816	Direct	Sale at \$18.13 per share.	\$468,044
27-Dec-06	<u>FISHER ISRAEL</u> Officer	10,000	Direct	Option Exercise at \$10.95 per share.	\$109,500
27-Dec-06	<u>FISHER ISRAEL</u> Officer	5,000	Indirect	Option Exercise at \$8.75 per share.	\$43,750
27-Dec-06	<u>FISHER ISRAEL</u> Officer	10,000	Direct	Sale at \$18.75 per share.	\$187,500
27-Dec-06	<u>FISHER ISRAEL</u> Officer	5,000	Indirect	Sale at \$18.75 per share.	\$93,750
27-Dec-06	<u>WEISS JACOB S</u> Officer	35,000	Direct	Option Exercise at \$2.93 per share.	\$102,550
27-Dec-06	<u>WEISS JACOB S</u> Officer	35,000	Direct	Sale at \$18.42 per share.	\$644,700
27-Dec-06	<u>WEISS JACOB S</u> Officer	9,184	Direct	Option Exercise at \$2.93 per share.	\$26,909
26-Dec-06	<u>WEISS JACOB S</u> Officer	30,000	Direct	Option Exercise at \$10.95 per share.	\$328,500
26-Dec-06	<u>WEISS JACOB S</u> Officer	30,000	Direct	Sale at \$18.40 per share.	\$552,000
21-Dec-06	<u>FISHER ISRAEL</u> Officer	20,000	Indirect	Option Exercise at \$8.75 per share.	\$175,000
21-Dec-06	<u>FISHER ISRAEL</u>	20,000	Indirect	Sale at \$19.80 per share.	\$396,000

Officer					
21-Dec-06	<u>WEISS JACOB S</u> Officer	30,000	Direct	Option Exercise at \$2.93 per share.	\$87,900
21-Dec-06	<u>WEISS JACOB S</u> Officer	30,000	Direct	Sale at \$19.59 per share.	\$587,700
20-Dec-06	<u>WEISSER PHILIP</u> Director	5,000	Direct	Option Exercise at \$10.95 per share.	\$54,750
20-Dec-06	<u>GOLDMAN JACOB</u> Director	15,000	Direct	Option Exercise at \$8.75 - \$10.95 per share.	N/A
20-Dec-06	<u>WEINGROW HOWARD</u> Officer	1,000	Direct	Disposition (Non Open Market) at \$0 per share.	N/A
20-Dec-06	<u>NAHMONI ZEEV</u> Director	20,000	Direct	Option Exercise at \$5 - \$8.75 per share.	N/A
20-Dec-06	<u>NAHMONI ZEEV</u> Director	20,000	Direct	Sale at \$20.15 per share.	\$403,000
19-Dec-06	<u>FISHER ISRAEL</u> Officer	5,000	Indirect	Option Exercise at \$5.26 per share.	\$26,300
19-Dec-06	<u>FISHER ISRAEL</u> Officer	5,000	Indirect	Sale at \$18.69 per share.	\$93,450
19-Dec-06	<u>WEISS JACOB S</u> Officer	20,000	Direct	Option Exercise at \$8.75 per share.	\$175,000
19-Dec-06	<u>WEISS JACOB S</u> Officer	20,000	Direct	Sale at \$18.75 per share.	\$375,000
18-Dec-06	<u>FISHER ISRAEL</u> Officer	5,000	Indirect	Option Exercise at \$5 per share.	\$25,000
18-Dec-06	<u>FISHER ISRAEL</u> Officer	5,000	Indirect	Sale at \$19.31 per share.	\$96,550
18-Dec-06	<u>WEISS JACOB S</u> Officer	35,000	Direct	Option Exercise at \$8.75 per share.	\$306,250
18-Dec-06	<u>WEISS JACOB S</u> Officer	35,000	Direct	Sale at \$19.31 per share.	\$675,850
15-Dec-06	<u>FISHER ISRAEL</u> Officer	5,000	Indirect	Option Exercise at \$5 per share.	\$25,000
15-Dec-06	<u>FISHER ISRAEL</u> Officer	5,000	Indirect	Sale at \$19.20 per share.	\$96,000
14-Dec-06	<u>FISHER ISRAEL</u> Officer	5,000	Indirect	Option Exercise at \$5 per share.	\$25,000
14-Dec-06	<u>FISHER ISRAEL</u> Officer	5,000	Indirect	Sale at \$19 per share.	\$95,000
14-Dec-06	<u>WEISS JACOB S</u> Officer	20,000	Direct	Option Exercise at \$8.75 per share.	\$175,000
14-Dec-06	<u>WEISS JACOB S</u> Officer	20,000	Direct	Sale at \$19.07 per share.	\$381,400
27-Sep-06	<u>WEISSER PHILIP</u> Director	1,000	Direct	Sale at \$22.50 per share.	\$22,500

30-Aug-06	<u>WEISSER PHILIP</u> Director	33,258	Indirect	Disposition (Non Open Market) at \$0 per share.	N/A
17-Aug-06	<u>WEISSER PHILIP</u> Director	1,000	Direct	Sale at \$25 per share.	\$25,000
6-Jul-06	<u>WEISSER PHILIP</u> Director	1,250	Direct	Sale at \$22 per share.	\$27,500
10-May-06	<u>EIRAN AMOS</u> Director	5,000	Direct	Sale at \$34.30 per share.	\$171,500
10-May-06	<u>EIRAN AMOS</u> Director	5,000	Direct	Option Exercise at \$10.95 per share.	\$54,750
10-May-06	<u>FREEMAN MITCHELL</u> Director	2,000	Direct	Sale at \$34.80 per share.	\$69,600
9-May-06	<u>FREEMAN MITCHELL</u> Director	2,000	Direct	Sale at \$32.28 - \$34.28 per share.	\$67,000 ²
9-May-06	<u>FREEMAN MITCHELL</u> Director	3,000	Direct	Option Exercise at \$12.55 per share.	\$37,650
8-May-06	<u>FREEMAN MITCHELL</u> Director	2,000	Direct	Sale at \$32.20 - \$32.24 per share.	\$64,000 ²
4-May-06	<u>FREEMAN MITCHELL</u> Director	1,000	Direct	Sale at \$30.45 per share.	\$30,450
4-May-06	<u>WEISSER PHILIP</u> Director	1,000	Direct	Sale at \$31 per share.	\$31,000
3-May-06	<u>FREEMAN MITCHELL</u> Director	1,000	Direct	Sale at \$30.16 per share.	\$30,160
2-May-06	<u>FREEMAN MITCHELL</u> Director	2,000	Direct	Sale at \$29.85 per share.	\$59,700
2-May-06	<u>FREEMAN MITCHELL</u> Director	3,000	Direct	Option Exercise at \$12.55 per share.	\$37,650
24-Apr-06	<u>FREEMAN MITCHELL</u> Director	4,000	Direct	Option Exercise at \$12.55 per share.	\$50,200
5-Apr-06	<u>WEINGROW HOWARD</u> Officer	2,000	Direct	Disposition (Non Open Market) at \$0 per share.	N/A
29-Mar-06	<u>REHAVI ZVI</u> Officer	10,000	Direct	Sale at \$24.04 per share.	\$240,400
29-Mar-06	<u>REHAVI ZVI</u> Officer	10,000	Direct	Option Exercise at \$8.75 per share.	\$87,500
27-Mar-06	<u>REHAVI ZVI</u> Officer	10,000	Direct	Sale at \$23.01 per share.	\$230,100

27-Mar-06	<u>REHAVI ZVI</u> Officer	10,000	Direct	Option Exercise at \$8.75 per share.	\$87,500
23-Mar-06	<u>REHAVI ZVI</u> Officer	10,000	Direct	Sale at \$23 per share.	\$230,000
23-Mar-06	<u>REHAVI ZVI</u> Officer	10,000	Direct	Option Exercise at \$8.75 per share.	\$87,500
21-Mar-06	<u>REHAVI ZVI</u> Officer	10,000	Direct	Sale at \$21.03 per share.	\$210,300
21-Mar-06	<u>REHAVI ZVI</u> Officer	10,000	Direct	Option Exercise at \$8.75 per share.	\$87,500
20-Mar-06	<u>REHAVI ZVI</u> Officer	10,000	Direct	Sale at \$21 per share.	\$210,000
20-Mar-06	<u>REHAVI ZVI</u> Officer	10,000	Direct	Option Exercise at \$8.75 per share.	\$87,500
16-Mar-06	<u>REHAVI ZVI</u> Officer	4,410	Direct	Sale at \$19.50 per share.	\$85,995
16-Mar-06	<u>REHAVI ZVI</u> Officer	4,410	Direct	Option Exercise at \$2.93 per share.	\$12,921
15-Mar-06	<u>REHAVI ZVI</u> Officer	23,789	Direct	Sale at \$18.78 - \$19.31 per share.	\$453,000 ²
15-Mar-06	<u>REHAVI ZVI</u> Officer	23,789	Direct	Option Exercise at \$2.93 per share.	\$69,701
14-Mar-06	<u>REHAVI ZVI</u> Officer	10,000	Direct	Sale at \$18.50 per share.	\$185,000
14-Mar-06	<u>REHAVI ZVI</u> Officer	10,000	Direct	Option Exercise at \$2.93 per share.	\$29,300
10-Mar-06	<u>REHAVI ZVI</u> Officer	14,401	Direct	Sale at \$18.50 - \$18.51 per share.	\$266,000 ²
10-Mar-06	<u>REHAVI ZVI</u> Officer	14,401	Direct	Option Exercise at \$2.93 per share.	\$42,194
6-Mar-06	<u>REHAVI ZVI</u> Officer	5,599	Direct	Sale at \$18.52 per share.	\$103,693
6-Mar-06	<u>REHAVI ZVI</u> Officer	5,599	Direct	Option Exercise at \$2.93 per share.	\$16,405
3-Mar-06	<u>REHAVI ZVI</u> Officer	1,801	Direct	Option Exercise at \$2.93 per share.	\$5,276
2-Mar-06	<u>REHAVI ZVI</u> Officer	11,801	Direct	Sale at \$18.50 - \$19 per share.	\$221,000 ²
2-Mar-06	<u>REHAVI ZVI</u> Officer	10,000	Direct	Option Exercise at \$2.93 per share.	\$29,300
28-Feb-06	<u>REHAVI ZVI</u> Officer	10,000	Direct	Sale at \$19 - \$19.13 per share.	\$191,000 ²
28-Feb-06	<u>REHAVI ZVI</u> Officer	10,000	Direct	Option Exercise at \$2.93 per share.	\$29,300
27-Feb-06	<u>REHAVI ZVI</u> Officer	10,000	Direct	Sale at \$19 - \$19.18 per share.	\$191,000 ²

27-Feb-06	<u>REHAVI ZVI</u> Officer	10,000	Direct	Option Exercise at \$2.93 per share.	\$29,300
20-Feb-06	<u>WEISSER PHILIP</u> Director	5,000	Direct	Option Exercise at \$5.12 per share.	\$25,600
17-Feb-06	<u>WEISSER PHILIP</u> Director	1,300	Direct	Sale at \$19.49 per share.	\$25,336
15-Feb-06	<u>EIRAN AMOS</u> Director	5,000	Direct	Sale at \$18.50 per share.	\$92,500
15-Feb-06	<u>EIRAN AMOS</u> Director	5,000	Direct	Option Exercise at \$8.75 per share.	\$43,750
14-Feb-06	<u>REHAVI ZVI</u> Officer	20,000	Direct	Sale at \$18.26 - \$18.5 per share.	\$368,000 ²
14-Feb-06	<u>REHAVI ZVI</u> Officer	20,000	Direct	Option Exercise at \$2.93 per share.	\$58,600
10-Feb-06	<u>WEINGROW HOWARD</u> Officer	50,000	Direct	Option Exercise at \$4 per share.	\$200,000
10-Feb-06	<u>LIFTON ROBERT K</u> Officer	50,000	Direct	Option Exercise at \$4 per share.	\$200,000
9-Feb-06	<u>REHAVI ZVI</u> Officer	10,000	Direct	Sale at \$18.60 - \$18.65 per share.	\$186,000 ²
9-Feb-06	<u>REHAVI ZVI</u> Officer	10,000	Direct	Option Exercise at \$2.93 per share.	\$29,300
7-Feb-06	<u>WEISS JACOB S</u> Officer	10,000	Indirect	Sale at \$18.60 per share.	\$186,000
7-Feb-06	<u>WEISS JACOB S</u> Officer	10,000	Indirect	Option Exercise at \$4 per share.	\$40,000
6-Feb-06	<u>WEISS JACOB S</u> Officer	5,000	Indirect	Sale at \$18.46 per share.	\$92,300
6-Feb-06	<u>WEISS JACOB S</u> Officer	5,000	Indirect	Option Exercise at \$4 per share.	\$20,000
6-Feb-06	<u>FISHER ISRAEL</u> Officer	2,000	Direct	Sale at \$18.50 per share.	\$37,000
6-Feb-06	<u>FISHER ISRAEL</u> Officer	2,000	Direct	Option Exercise at \$4 per share.	\$8,000
6-Feb-06	<u>REHAVI ZVI</u> Officer	10,000	Direct	Sale at \$18.25 per share.	\$182,500
6-Feb-06	<u>REHAVI ZVI</u> Officer	10,000	Direct	Option Exercise at \$2.93 per share.	\$29,300
3-Feb-06	<u>FISHER ISRAEL</u> Officer	3,000	Direct	Sale at \$18.50 per share.	\$55,500
3-Feb-06	<u>FISHER ISRAEL</u> Officer	3,000	Direct	Option Exercise at \$4 per share.	\$12,000
2-Feb-06	<u>WEISS JACOB S</u> Officer	5,000	Direct	Sale at \$18.25 per share.	\$91,250
2-Feb-06	<u>WEISS JACOB S</u>	5,000	Direct	Option Exercise at \$4 per share.	\$20,000

	Officer				
2-Feb-06	<u>REHAVI ZVI</u> Officer	10,000	Direct	Sale at \$18 - \$18.01 per share.	\$180,000 ²
2-Feb-06	<u>REHAVI ZVI</u> Officer	10,000	Direct	Option Exercise at \$2.93 per share.	\$29,300
31-Jan-06	<u>WEISS JACOB S</u> Officer	5,000	Direct	Sale at \$18 per share.	\$90,000
31-Jan-06	<u>WEISS JACOB S</u> Officer	5,000	Direct	Option Exercise at \$4 per share.	\$20,000
31-Jan-06	<u>REHAVI ZVI</u> Officer	9,900	Direct	Sale at \$18 per share.	\$178,200
31-Jan-06	<u>REHAVI ZVI</u> Officer	9,900	Direct	Option Exercise at \$2.93 per share.	\$29,007
30-Jan-06	<u>WEISS JACOB S</u> Officer	5,000	Direct	Sale at \$17.90 per share.	\$89,500
30-Jan-06	<u>WEISS JACOB S</u> Officer	5,000	Direct	Option Exercise at \$4 per share.	\$20,000
30-Jan-06	<u>REHAVI ZVI</u> Officer	10,000	Direct	Sale at \$17.80 per share.	\$178,000
30-Jan-06	<u>REHAVI ZVI</u> Officer	10,000	Direct	Option Exercise at \$2.93 per share.	\$29,300
27-Jan-06	<u>REHAVI ZVI</u> Officer	100	Direct	Sale at \$18 per share.	\$1,800
27-Jan-06	<u>REHAVI ZVI</u> Officer	100	Direct	Option Exercise at \$2.93 per share.	\$293
25-Jan-06	<u>WEISS JACOB S</u> Officer	4,814	Direct	Sale at \$17.50 per share.	\$84,245
25-Jan-06	<u>WEISS JACOB S</u> Officer	4,814	Direct	Option Exercise at \$4 per share.	\$19,256
25-Jan-06	<u>REHAVI ZVI</u> Officer	10,000	Direct	Sale at \$17.50 per share.	\$175,000
25-Jan-06	<u>REHAVI ZVI</u> Officer	10,000	Direct	Option Exercise at \$2.93 per share.	\$29,300
24-Jan-06	<u>WEISS JACOB S</u> Officer	186	Direct	Sale at \$17.50 per share.	\$3,255
24-Jan-06	<u>WEISS JACOB S</u> Officer	186	Direct	Option Exercise at \$4 per share.	\$744
23-Jan-06	<u>REHAVI ZVI</u> Officer	10,000	Direct	Sale at \$17.50 - \$17.57 per share.	\$175,000 ²
23-Jan-06	<u>REHAVI ZVI</u> Officer	10,000	Direct	Option Exercise at \$2.93 per share.	\$29,300
20-Jan-06	<u>REHAVI ZVI</u> Officer	10,000	Direct	Sale at \$17.53 per share.	\$175,300
20-Jan-06	<u>REHAVI ZVI</u> Officer	10,000	Direct	Option Exercise at \$2.93 per share.	\$29,300
19-Jan-06	<u>REHAVI ZVI</u>	10,000	Direct	Sale at \$17.50 per share.	\$175,000

	Officer				
19-Jan-06	<u>REHAVI ZVI</u> Officer	10,000	Direct	Option Exercise at \$2.93 per share.	\$29,300
12-Jan-06	<u>NAHMONI ZEEV</u> Director	3,300	Direct	Sale at \$16.50 per share.	\$54,450
12-Jan-06	<u>NAHMONI ZEEV</u> Director	5,000	Direct	Option Exercise at \$4 per share.	\$20,000
12-Jan-06	<u>FISHER ISRAEL</u> Officer	5,000	Direct	Sale at \$17 per share.	\$85,000
12-Jan-06	<u>FISHER ISRAEL</u> Officer	5,000	Direct	Option Exercise at \$4 per share.	\$20,000
12-Jan-06	<u>REHAVI ZVI</u> Officer	5,000	Direct	Sale at \$17 per share.	\$85,000
12-Jan-06	<u>REHAVI ZVI</u> Officer	5,000	Direct	Option Exercise at \$4 per share.	\$20,000
12-Jan-06	<u>WEISSER PHILIP</u> Director	470	Direct	Sale at \$16.49 per share.	\$7,750
10-Jan-06	<u>REHAVI ZVI</u> Officer	16,832	Direct	Sale at \$15.50 - \$16 per share.	\$265,000 ²
10-Jan-06	<u>REHAVI ZVI</u> Officer	16,832	Direct	Option Exercise at \$4 per share.	\$67,328
9-Jan-06	<u>GOLDMAN JACOB</u> Director	5,000	Direct	Option Exercise at \$4 per share.	\$20,000
9-Jan-06	<u>REHAVI ZVI</u> Officer	1,964	Direct	Sale at \$15.50 per share.	\$30,442
9-Jan-06	<u>REHAVI ZVI</u> Officer	1,964	Direct	Option Exercise at \$4 per share.	\$7,856
5-Jan-06	<u>REHAVI ZVI</u> Officer	1,204	Direct	Sale at \$15.51 per share.	\$18,674
5-Jan-06	<u>REHAVI ZVI</u> Officer	1,204	Direct	Option Exercise at \$4 per share.	\$4,816
29-Dec-05	<u>WEINGROW HOWARD</u> Officer	64,200	Indirect	Option Exercise at \$9.60 per share.	\$616,320
29-Dec-05	<u>WEINGROW HOWARD</u> Officer	493	Direct	Option Exercise at \$9.60 per share.	\$4,732
29-Dec-05	<u>LIFTON ROBERT K</u> Officer	64,200	Indirect	Option Exercise at \$9.60 per share.	\$616,320
29-Dec-05	<u>LIFTON ROBERT K</u> Officer	7,897	Direct	Option Exercise at \$9.60 per share.	\$75,811
29-Dec-05	<u>REHAVI ZVI</u> Officer	700	Direct	Sale at \$15 per share.	\$10,500
29-Dec-05	<u>REHAVI ZVI</u> Officer	700	Direct	Option Exercise at \$4 per share.	\$2,800
28-Dec-05	<u>FISHER ISRAEL</u>	5,000	Direct	Sale at \$15 per share.	\$75,000

	Officer				
28-Dec-05	<u>FISHER ISRAEL</u>	5,000	Direct	Option Exercise at \$4 per share.	\$20,000
	Officer				
28-Dec-05	<u>REHAVI ZVI</u>	7,400	Direct	Sale at \$15 per share.	\$111,000
	Officer				
28-Dec-05	<u>REHAVI ZVI</u>	7,400	Direct	Option Exercise at \$4 per share.	\$29,600
	Officer				
21-Dec-05	<u>REHAVI ZVI</u>	1,900	Direct	Sale at \$15 per share.	\$28,500
	Officer				
21-Dec-05	<u>REHAVI ZVI</u>	1,900	Direct	Option Exercise at \$4 per share.	\$7,600
	Officer				
20-Dec-05	<u>EIRAN AMOS</u>	5,000	Direct	Sale at \$14.86 per share.	\$74,300
	Director				
20-Dec-05	<u>EIRAN AMOS</u>	5,000	Direct	Option Exercise at \$4 per share.	\$20,000
	Director				
16-Dec-05	<u>WEISSER PHILIP</u>	806	Indirect	Option Exercise at \$9.60 per share.	\$7,737
	Director				

Data provided by [EDGAR Online](#)

* = Where indicated, some values are estimates.

¹ = Potential proceeds estimated by the filer.

² = Estimated based on the average of multiple prices reported.

³ = Multiple dates reported. Most recent date shown.

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EXHIBIT L



Fuel cell maker sued for Microsoft claims

By Michael Kanellos

http://news.com.com/Fuel+cell+maker+sued+for+Microsoft+claims/2100-11746_3-6179174.html

Story last modified Wed Apr 25 15:30:21 PDT 2007

Earlier this month, Medis Technologies announced that it struck a fuel cell deal with Microsoft. Now it's being sued for that statement.

The Rosen Law Firm in New York City has initiated a class action lawsuit on behalf of Medis shareholders, alleging that the publicly traded company misled investors about the scope of the deal. Microsoft is not identified as a party in the suit.

In a press release earlier this month, Medis said it started shipping its 24/7 fuel cells and that its first customer was Microsoft.

"This is a historic moment for our company," Robert K. Lifton, chairman and CEO of Medis Technologies, said in the press release. "It marks the first commercial sales of our 24/7 Power Pack product and indeed, the first commercial sales in quantities of any consumer fuel cell product. We are pleased to be able to serve Microsoft as our first customer."

The Medis release also said the products would be Microsoft-branded fuel cells.

Inside Greentech, a Web publication, quoted an executive from Medis as saying that Microsoft would sell the fuel cells around the world, and that ultimately the order would reach into the millions of units.

Medis, however, did not say how Microsoft would use the fuel cells or how many Microsoft planned to buy.

It turns out Microsoft ordered a relatively small number of fuel cells and will use them as promotional giveaways. Whether a Microsoft logo embossed on the fuel cells constitutes a "Microsoft branded 24/7 Power Pack" will likely be a big issue in the case.

Still, in the portable fuel cell world, shipping 50 units would be a pretty historic order. So far, most companies have only produced and shown

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off a few prototypes.

On Tuesday, Medis said the lawsuit was without merit and asserted that its April 13 press release was accurate. The company further stated that "a third-party article elaborating upon such press release and cited in the plaintiff's complaint was materially inaccurate and that Medis had so informed its author prior to the article's publication and told him not to publish the article."

Microsoft has not yet responded to a request for comment.

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